

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re

Lordstown Motors Corp., *et al.*,¹

Debtors.

Chapter 11

Case No. 23-10831 (MFW)

(Jointly Administered)

Objection Deadline: December 4, 2023 at 4:00 p.m. (ET)
Hearing Date: December 11, 2023 at 2:00 p.m. (ET)

**COVER SHEETS FOR FIRST INTERIM APPLICATION OF
BAKER & HOSTETLER LLP FOR ALLOWANCE OF COMPENSATION AND
REIMBURSEMENT OF EXPENSES FOR THE PERIOD FROM
JUNE 27, 2023 TO AND INCLUDING SEPTEMBER 30, 2023**

Name of Applicant:	Baker & Hostetler LLP
Authorized to Provide Professional Services to:	Debtors and Debtors in Possession
Date of Retention:	Effective June 27, 2023
Period for Which Compensation and Reimbursement Are Requested:	June 27, 2023 – September 30, 2023
Total Amount of Compensation (100%):	\$1,020,635.10
Amount of Compensation Requested by Prior Monthly Fee Applications (80%):	\$816,508.08
Amount of Compensation Held Back from Prior Monthly Fee Applications (20%):	\$204,127.02
Total Amount of Expense Reimbursement:	\$30,373.22
Aggregate Amount of Compensation and Expense Reimbursement	\$1,051,008.32

This is an interim fee application.

¹ The Debtors and the last four digits of their respective taxpayer identification numbers are: Lordstown Motors Corp. (3239); Lordstown EV Corporation (2250); and Lordstown EV Sales LLC (9101). The Debtors' service address is 27000 Hills Tech Ct., Farmington Hills, MI 48331.

MONTHLY FEE APPLICATIONS FILED

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)
		Requested		Approved On Monthly Basis		Holdback		Total Approved By Interim Order	
Date; D.I.	Period Covered	Fees	Expenses	Fees	Expenses	Fees	Expenses	Fees	Expenses
10/09/2023 D.I. 533	6/27/2023 – 7/31/2023	\$336,365.55	\$5,201.32	\$269,092.44	\$5,201.32	\$67,273.11	\$0.00	TBD	TBD
11/01/2023 D.I. 659	8/1/2023 – 8/31/2023	\$627,392.25	\$25,171.90	TBD	TBD	TBD	TBD	TBD	TBD
11/14/2023 D.I. 691	9/1/2023- 9/30/2023	\$56,877.30	\$0.00	TBD	TDB	TBD	TBD	TBD	TBD

**SUMMARY OF TOTAL FEES AND HOURS
BY ATTORNEYS AND PARAPROFESSIONALS**

Name of Professional	Date of Bar Admission	Position with the Applicant	Hourly Billing Rate	Total Billed Hours	Total Compensation
Susan L. Atkinson		Paralegal	260.00	2.7	715.50
Cory N. Barnes	11/13/2018	Associate	450.00	49.0	22,050.00
Erica Barrow Clark	12/03/2013	Associate	970.00	1.7	1,649.00
Alexis C. Beachdell	11/17/2008	Partner	570.00	2.1	1,197.00
Frederick C. Bingham	12/03/2013	Associate	805.00	.3	241.50
Martin T. Booher	08/20/2013	Partner	1,040.00	.6	624.00
Terry M. Brennan	11/13/1995	Partner	720.00	102.9	74,088.00
David H. Brown	06/27/2021	Associate	610.00	2.6	1,586.00
Mario Calabretta		Litigation Coordinator	315.00	.5	157.50
Todd A. Dawson	11/17/1998	Partner	665.00	1.3	864.50
Shareef S. Farag	11/03/2007	Partner	790.00	1.2	948.00
Suzanne K. Hanselman	11/18/1991	Partner	805.00	4.2	3,381.00
John J. Harrington	11/07/2005	Partner	770.00	.8	616.00
Scott C. Holbrook	11/20/2000	Partner	690.00	235.3	162,357.00
Daniel M. Kavouras	11/05/2012	Partner	565.00	260.2	147,013.00
Thomas R. Lucchesi	10/29/1984	Partner	920.00	207.3	190,716.00
Melissa B. Mannino	05/05/1996	Partner	1,020.00	.4	408.00
Natalie E. Martucci		Paralegal	250.00	31.7	7,925.00
Michael H. McDonald		Litigation Project Mgr.	310.00	96.7	29,977.00
Meagan L. Moore	11/07/2005	Counsel	605.00	.6	363.00
Brian M. Murray	11/08/1999	Partner	685.00	5.7	3,904.50
Elliot J. Nash	11/08/2021	Associate	380.00	64.0	24,320.00
Anthony B. Ponikvar	11/07/2016	Associate	500.00	284.8	142,400.00
Scott E. Prince	11/07/2016	Associate	500.00	31.5	15,750.00
Katlin E. Rust	11/17/2014	Associate	530.00	.5	265.00
Sabrina L. Shadi	12/06/1999	Partner	790.00	3.0	2,370.00
Douglas L. Shively	01/11/2016	Partner	555.00	2.2	1,221.00
James A. Slater	01/18/2002	Partner	685.00	3.8	2,603.00
Matthew F. Somogyi	12/14/2020	Associate	400.00	2.5	1,000.00
Janet A. Spreen	05/16/2005	Partner	780.00	173.4	135,252.00
Brittany E. Stevenson	12/14/2020	Associate	400.00	120.2	48,080.00
Christopher R. Switzer	11/14/2022	Associate	360.00	2.0	720.00
Sarah M. Szalay		Paralegal	260.00	10.0	2,600.00
Michael A. VanNiel	11/13/2001	Partner	790.00	122.4	96,696.00
Jeffrey R. Vlasek	11/05/2007	Partner	555.00	9.1	5,050.50
Joseph H. Walsh	11/07/2016	Associate	500.00	102.6	52,300.00
TOTAL INCURRED				1,939.8	1,180,409.00
LESS DISCOUNTS					-159,773.90
TOTAL AMOUNT					1,020,635.10
	Blended Rate:				526.15

STATEMENT OF FEES AND EXPENSES BY PROJECT CATEGORY

Task Code	Category Description	Total Hours	Total Fees
B100	Administration	3.6	1,800.00
B110	Case Administration	11.1	6,703.50
B160	Fee – Employment Applications	145.9	103,036.00
B190	Other Contested Matters	10.4	7,494.50
B200	Operations	3.2	2,126.50
B210	Business Operations	3.4	2,260.00
B220	Employee Benefits – Pensions	5.4	3,049.00
B400	Bankruptcy Related Advice	1.0	685.00
B450	Employee Onboarding	2.3	1,817.00
B460	Securities Matters	301.0	188,754.00
B470	Karma Automotive LLC v. Client, et al.	1,435.0	852,303.50
B480	Environmental Matters	1.2	987.00
B490	Labor Matters	13.5	7,552.50
B500	Contract Manufacturing Agreement	.5	265.00
B510	General Benefit Matters	2.3	1,575.00
	Totals	1,939.8	1,180,409.00
	Less Discounts		-159,773.90
	Totals	1,939.9	1,020,635.10

EXPENSE SUMMARY

Expense Category	Amount
Airfare/Trainfare	1,281.25
Corporate Services	296.10
Court Costs	320.00
Delivery Services	151.94
Miscellaneous	24.90
Other Professional Services	5,000.00
Outside Duplicating & Binding	21,102.41
Service of Process Fees/Subpoena Fees	2,196.62
Total:	30,373.22

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JUNE 27, 2023 TO AND INCLUDING SEPTEMBER 30, 2023**

In accordance with the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Chapter 11 Professionals and Committee Members* [Docket No. 181] (the “**Interim Compensation Procedures**”), Baker & Hostetler LLP (“**B&H**”), special litigation and corporate attorneys for the debtors and the debtors in possession (collectively, the “**Debtors**”) in the above-captioned chapter 11 case, hereby files this first interim application (this “**Application**”) for the period from June 27, 2023 to and including September 30, 2023 (the “**Application Period**”) requesting (a) interim allowance and payment of \$1,051,008.32, consisting of (i) compensation for professional services to the Debtors in the amount of \$1,020,635.10, representing 100% of the fees earned by B&H for professional services to the Debtors during the Application Period, and (ii) reimbursement of 100% of the actual and necessary expenses incurred by B&H during the Application Period in connection with such services in the amount of

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\$30,373.22, without prejudice to B&H's right to seek additional compensation for services performed and expenses incurred during the Application Period, if any, which were not processed at the time of this Application, and (ii) grant such other and further relief as is just and proper.

Specifically, B&H requests that the Court award interim allowance of the compensation and reimbursement expenses that were the subject of the following Monthly Fee Applications (as defined below) that covered the Application Period.

On October 9, 2023, B&H filed its first monthly fee application (the "**First Monthly Fee Application**") for the period from June 27, 2023 to July 31, 2023 [Docket No. 533]. Pursuant to the Interim Compensation Procedures, B&H has been paid \$274,293.76, representing \$269,092.44 (80% of the \$336,365.55 of fees earned) and \$5,201.32 in expenses, and \$67,273.11 in fees have been held back.

On November 1, 2023, B&H filed its second monthly fee application (the "**Second Monthly Fee Application**") for the period of August 2023 [Docket No. 659]. While the objection period for the Second Monthly Fee Application under the Interim Compensation Procedures has not yet passed, should no objection be made, then B&H would be paid \$527,085.70, representing \$501,913.80 (80% of the \$627,392.25 of fees earned) and \$25,171.90 in expenses, and \$125,478.45 in fees will have been held back.

On November 14, 2023, B&H filed its third monthly fee application (the "**Third Monthly Fee Application**," and together with the First Monthly Fee Application and the Second Monthly Fee Application, the "**Monthly Fee Applications**") for the period of September 2023 [Docket No. 691]. While the objection period for the Third Monthly Fee Application under the Interim Compensation Procedures has not yet passed, should no objection be made, then B&H would be

paid \$45,501.84, representing \$45,501.84 (80% of the \$56,877.30 of fees earned) and \$0.00 in expenses, and \$11,375.46 in fees will have been held back.

As set forth in the Monthly Fee Applications, the compensation and reimbursement expenses that were the subject of the Monthly Fee Applications reflected voluntary reductions made by B&H before filing of, in the aggregate, \$167,515.90 in fees.

Exhibits A and **B** attached hereto contain certain schedules pursuant to the *Appendix B Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases* (the “U.S. Trustee Guidelines”).²

In addition, B&H states as follows in response to the questions set forth in paragraph C.5 of the U.S. Trustee Guidelines:

1. Did you agree to any variations from, or alternatives to, your standard or customary billing rates, fees or terms for services pertaining to this engagement that were provided during the Application Period? If so, please explain.
 - a. **As described more fully in the application to retain B&H [Docket No. 199], B&H agreed to a variety of courtesy and other discounts from its standard or customary billing rates, fees, and terms for services pertaining to this engagement. The amounts requested in this Application reflect the discounts to which B&H agreed.**
2. If the fees sought in this Application as compared to the fees budgeted for the time period covered by this Application are higher by 10% or more, did you discuss the reasons for the variation with the client?
 - a. **The reasons for the variation were discussed with and approved by the client in light of the substantial discounts to fees provided to the client, which insure to the estate’s benefit.**
3. Have any of the professionals included in this Application varied their hourly rate based on the geographic location of the bankruptcy case?
 - a. **The professionals included in this Application did not vary their hourly rate based on the geographic location of the bankruptcy case.**

² Details of B&H’s fees and expenses for the Application Period are attached as exhibits to B&H’s Monthly Fee Applications.

4. Does the Application include time or fees related to reviewing or revising time records or preparing, reviewing, or revising invoices? (This is limited to work involved in preparing and editing billing records that would not be compensable outside of bankruptcy and does not include reasonable fees for preparing a fee application.) If so, please quantify by hours and fees.
 - a. **Yes. This Application includes time and fees related to reviewing or revising time records or preparing, reviewing or revising invoices in connection with the preparation of B&H's Monthly Fee Applications relating to the Application Period. B&H is seeking compensation for approximately \$4,503.00 in fees with respect to reviewing and revising time records to prepare such Monthly Fee Applications.**
5. Does this Application include time or fees for reviewing time records to redact any privileged or other confidential information? If so, please quantify by hours and fees.
 - a. **Yes. Such time was spent by B&H to ensure that the time entries subject to this Application do not disclose privileged or confidential information and is included in the answer to "4" above. This review and any revisions associated therewith have been and are a necessary component of B&H's Monthly Fee Applications given the potentially sensitive services being provided by B&H.**
6. If the Application includes any rate increases since retention:
 - a. Did your client review and approve those rate increases in advance?
 - i. **N/A.**
 - b. Did your client agree when retaining the law firm to accept all future rate increases? If not, did you inform your client that they need not agree to modified rates or terms in order to have you continue the representation, consistent with ABA Formal Ethics Opinion 11-458?
 - i. **N/A.**

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Dated: November 14, 2023

BAKER & HOSTETLER LLP

/s/ Michael A. VanNiel

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*Special Litigation and Corporate Counsel
to the Debtors*